

SILVIA B. ROJAS

ATTORNEY AT LAW

Board Certified Real Estate Lawyer
Certified Circuit Court Mediator

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April 15th, 1998

300002493823--2
-04/20/98-01076-010
*****70.00 *****70.00

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002493823--2
-04/20/98-01076-010
*****70.00 *****35.00

Re: The Pro Shop, Inc.

Dear Sirs/Madams:

Enclosed herewith is original and one copy of Change of Registered Agent, and Amendment together with check in the amount of \$70 to cover filing fees. Please confirm receipt on the copies and forward back to me on the stamped self-addressed envelope enclosed.

Yours truly,

A handwritten signature in cursive script, appearing to read "SBR".

SILVIA B. ROJAS, Esq.

SBR:b
Enc.

VS APR 28 1998

98 APR 20 PM 1:57
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend. 120 1998

ARTICLES OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE PRO SHOP, INC.

FILED
98 APR 20 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of THE PRO SHOP, INC., are hereby amended as follows:

(1) The officers and directors named in Article Eight of the Certificate of Incorporation and any amendments thereto are hereby changed to:

President/Director	HUGO GIMENEZ
Vice President	HUGO GIMENEZ
Secretary/Treasurer	HUGO GIMENEZ

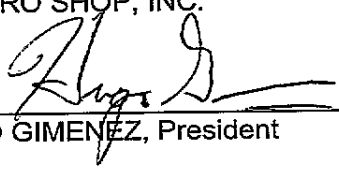
(2) The stockholders named in Article 9 of the Certificate of Incorporation and any amendments thereto are hereby changed to:

HUGO GIMENEZ	One Hudred (100) Shares
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(3) These Amendments were adopted by the Board of Directors and unanimously approved by the Shareholders at a joint meeting of Directors and Shareholders held on March 18th, 1998.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment, this 14th day of April, 1998.

THE PRO SHOP, INC.

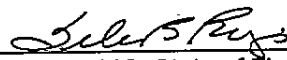
By: 
HUGO GIMENEZ, President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss:

BEFORE ME, a Notary Public, duly authorized to take acknowledgements in the State and County aforesaid, personally appeared HUGO GIMENEZ, as President of THE PRO SHOP, INC., a Florida corporation, who is either known by me or has produced _____ as identification and he acknowledged before me having executed same, this 14th day of April, 1998.



SILVIA B. ROJAS
COMMISSION # CC 490334
EXPIRES AUG 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC, State of Florida at Large
Printed Name: _____
Commission No. _____
My commission expires: _____